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WRITER'S DIRECT DIAL NUMBER

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5-253028
CABLE: "NUMLA HX"
TELEX: 780-633 14

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UNITED ARAB EMIRATES
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May 27, 1983

VIA FEDERAL EXPRESS

Ms. Mildred Lee
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Room 2303
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed, per our telephone conversation of May 27, is a check for \$80. This is the remainder of the recordation fee required for recordation of the documents enclosed with the letter sent to your department by Citicorp Industrial Credit, Inc. on May 23.

For your reference, I note that that letter and the enclosed fee relate to the recordation of an Agreement dated as of August 1, 1982 and an Escrow Agreement dated May 13, 1983, each of which is to be recorded with reference to documents previously recorded under Recordation No. 11221 and Recordation No. 11420.

Please call me if you have any questions. Thank you again for your assistance.

Very truly yours,


Marilyn S. Jason

CMS
Enclosure

No. 3-151-063
Date MAY 31 1983
Fee \$ 80.00
ICC Washington, D. C.

RECEIVED
MAY 31 3 47 PM '83
FEDERAL
OPERATION
I.C.C.

11221-B

RECORDATION NO. 11221-B Filed 1425

SECOND SECURITY AGREEMENT AMENDMENT

SEP 25 1981 3 22 PM

INTERSTATE COMMERCE COMMISSION

SECOND SECURITY AGREEMENT AMENDMENT dated January 22, 1981 between THE CONNECTICUT BANK AND TRUST COMPANY, as trustee under the Trust Agreement dated as of December 18, 1979, (together with its successors in such capacity the "Trustee") and CITICORP INDUSTRIAL CREDIT, INC. (the "Secured Party").

The Trustee and the Secured Party are parties to a certain Security Agreement dated as of December 18, 1979 (the "Security Agreement"), which Security Agreement was filed with the Interstate Commerce Commission on December 20, 1979 under Recordation Number 11221. The Security Agreement has heretofore been amended by First Security Agreement Amendment dated as of December 18, 1979 which was filed with the Interstate Commerce Commission on January 24, 1980 under Recordation Number 11221-A. Trustee and Secured Party now desire to further amend a certain schedule to Exhibit B to the Security Agreement. Both parties hereto are willing to do so upon the terms and conditions hereof. Accordingly, the parties hereto agree as follows:

§1. Amendments. Schedule A to Exhibit B to the Security Agreement, as amended, is further amended by adding cars with the serial numbers MPA 39753 through MPA 39757, inclusive, and by changing the serial numbers of 30 box cars as provided in Schedule I annexed hereto.

§2. Continuation. Except as amended as provided in §1 hereof, the Security Agreement remains in full force and effect.

§3. Counterparts. This Amendment may be executed in any number of counterparts all of which taken together constitute one and the same amendatory instrument and any of the parties hereto may execute this Amendment by signing any such counterparts.

§4. Governing Law. This Amendment shall be governed by and construed in accordance with the law of the State of New York.

IN WITNESS WHEREOF the parties hereto have caused this instrument to be executed in their respective corporate names by officers thereunto duly authorized, and their respective

corporate seals to be affixed and duly attested, all as of the date first above written.

THE CONNECTICUT BANK AND TRUST COMPANY
as Trustee under the Trust Agreement

[Corporate Seal]

Attest:

Title:

By

Title:

CITICORP INDUSTRIAL CREDIT, INC.

By

Title:

[Corporate Seal]

Attest:

Title:

STATE OF Connecticut

COUNTY OF Hartford ; SS.:

On this 30th day of July, 1981, before me personally appeared Donald E. Smith, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of The Connecticut Bank and Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carol Lee Shattuck
Notary Public

CAROL LEE SHATTUCK
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1985

STATE OF NEW YORK)

COUNTY OF NEW YORK : SS.:

On this 30 day of January, 1981, before me personally appeared John Catherwood, to me personally known, who, being by me duly sworn, says that he is a Vice-President of Citicorp Industrial Credit, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Concetta Abbott
Notary Public

- **CONCETTA ABBOTT**
Notary Public, State of New York
No. 41-5001605
Qualified in Queens County
Certificate filed in New York County
Commission Expires March 30, 1982

SCHEDULE I

Change of serial numbers for 30 boxcars

Old Serial Number

New Serial Number

MPA 7827	MPA 37827
MPA 7830	MPA 37830
MPA 7831	MPA 37831
MPA 7834	MPA 37834
MPA 7835	MPA 37835
MPA 7836	MPA 37836
MPA 7838	MPA 37838
MPA 7840	MPA 37840
MPA 7842	MPA 37842
MPA 7843	MPA 37843
MPA 7844	MPA 37844
MPA 7845	MPA 37845
MPA 7846	MPA 37846
MPA 7847	MPA 37847
MPA 7848	MPA 37848
MPA 7849	MPA 37849
MPA 7850	MPA 37850
MPA 7876	MPA 37876
MPA 7878	MPA 37878
MPA 7879	MPA 37879
MPA 7880	MPA 37880
MPA 7881	MPA 37881
MPA 7882	MPA 37882
MPA 7887	MPA 37887
MPA 7889	MPA 37889
MPA 7892	MPA 37892
MPA 7893	MPA 37893
MPA 7895	MPA 37895
MPA 7896	MPA 37896
MPA 7898	MPA 37898

than one inch in height, the words required by Section 5 of the Lease, as follows:

"Leased from The Connecticut Bank and Trust Company, as Trustee, and subject to a security interest filed with the Interstate Commerce Commission."

I further certify that the Units have been accepted by the Lessee on the Acceptance Date for all purposes of the Lease.

Dated: _____

By _____
Title: